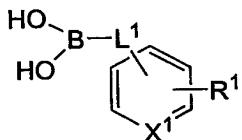


WHAT IS CLAIMED IS:

1. A compound having the formula:

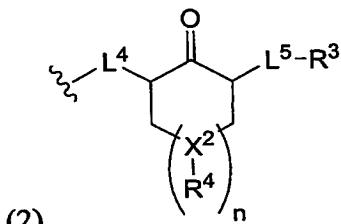
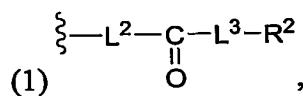


wherein

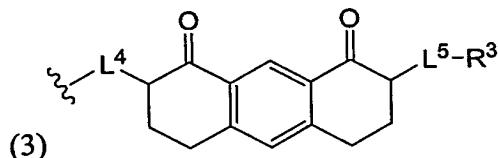
X¹ is -C= or -N=;

L¹ is a bond, substituted or unsubstituted alkylene, or substituted or unsubstituted heteroalkylene; and

R¹ has the formula:



, or



wherein

n is 0 or 1;

X² is -N(R⁴)- or -CH(R⁴)-;

L², L³, L⁴, and L⁵ are independently a bond, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, or substituted or unsubstituted heterocycloalkylene; and

R², R³, and R⁴ are independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl,

wherein if X is -C=, L² is a bond, L³ is unsubstituted alkylene, R¹ is (1), and R¹ is para to -L¹-B(OH)₂, then R² is not substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl.

2. The compound of claim 1, wherein

L¹ is a bond, substituted or unsubstituted C₁-C₂₀ alkylene, or substituted or unsubstituted 2 to 20 membered heteroalkylene;

L², L³, L⁴, and L⁵ are independently a bond, substituted or unsubstituted C₁-C₂₀ alkylene, substituted or unsubstituted 2 to 20 membered heteroalkylene, or substituted or unsubstituted 3 to 8 membered heterocycloalkylene; and

R², R³, and R⁴ are independently hydrogen, substituted or unsubstituted C₁-C₂₀ alkyl, substituted or unsubstituted 2 to 20 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

3. The compound of claim 1, wherein

L¹ is a bond, unsubstituted C₁-C₁₀ alkylene, or unsubstituted 2 to 10 membered heteroalkylene;

L², L³, L⁴ and L⁵ are independently a bond, unsubstituted C₁-C₁₀ alkylene, unsubstituted 2 to 10 membered heteroalkylene, or unsubstituted 3 to 8 membered heterocycloalkylene; and

R², R³, and R⁴ are independently hydrogen, substituted or unsubstituted C₁-C₁₀ alkyl, substituted or unsubstituted 2 to 10 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

4. The compound of claim 1, wherein

L¹ is a bond, substituted or unsubstituted C₁-C₁₀ alkylene, or substituted or unsubstituted 2 to 10 membered heteroalkylene; and

L², L³, L⁴, and L⁵ are independently a bond, substituted or unsubstituted C₁-C₁₀ alkylene, substituted or unsubstituted 2 to 10 membered

heteroalkylene, or substituted or unsubstituted 3 to 8 membered heterocycloalkylene.

5. The compound of claim 1, wherein R¹ has the formula (1), wherein L² is a bond, unsubstituted C₁-C₁₀ alkylene, unsubstituted 2 to 10 membered heteroalkylene, or unsubstituted 3 to 8 membered heterocycloalkylene; L³ is a bond, unsubstituted C₁-C₁₀ alkylene, unsubstituted 2 to 10 membered heteroalkylene, or unsubstituted 3 to 8 membered heterocycloalkylene; and

R² is R²¹-substituted or unsubstituted C₁-C₁₅ alkyl, R²¹-substituted or unsubstituted 2 to 10 membered heteroalkyl, R²¹-substituted or unsubstituted C₃-C₈ cycloalkyl, R²¹-substituted or unsubstituted 3 to 8 membered heterocycloalkyl, R²¹-substituted or unsubstituted aryl, or R²¹-substituted or unsubstituted heteroaryl, wherein R²¹ is a halogen, -OH, -SH, -NH₂, -CF₃, -B(OH)₂, -C(O)NHOH, unsubstituted C₁-C₁₀ alkyl, unsubstituted 2 to 10 membered heteroalkyl, unsubstituted C₃-C₈ cycloalkyl, unsubstituted 3 to 8 membered heterocycloalkyl, unsubstituted aryl, unsubstituted heteroaryl, or -OR²², wherein R²² is unsubstituted C₁-C₁₀ alkyl, unsubstituted 2 to 10 membered heteroalkyl, unsubstituted C₃-C₈ cycloalkyl, unsubstituted 3 to 8 membered heterocycloalkyl, unsubstituted aryl, unsubstituted heteroaryl, or -(CH₂)_qB(OH)₂, wherein q is an integer from 1 to 5.

6. The compound of claim 1, wherein R¹ has the formula (1), wherein L² is a bond, or unsubstituted 3 to 8 membered heterocycloalkylene; L³ is unsubstituted C₁-C₁₀ alkylene; and R² is R²¹-substituted or unsubstituted C₁-C₁₅ alkyl, or R²¹-substituted or unsubstituted aryl, wherein R²¹ is halogen, -OH, -SH, -NH₂, -CF₃, -B(OH)₂, -C(O)NHOH, unsubstituted C₁-C₁₀ alkyl, unsubstituted 2 to 10 membered heteroalkyl, unsubstituted C₃-C₈ cycloalkyl, unsubstituted 3 to 8 membered heterocycloalkyl, unsubstituted aryl, unsubstituted heteroaryl, or -OR²², wherein

R²² is unsubstituted C₁-C₁₀ alkyl, or unsubstituted 2 to 10 membered heteroalkyl.

7. The compound of claim 6, wherein

L² is a bond or piperazinylene;

L³ is unsubstituted C₁-C₃ alkenylene;

R² is unsubstituted C₁-C₁₅ alkyl, or R²¹-substituted or unsubstituted aryl, wherein

R²¹ is halogen, -C(O)NHOH, unsubstituted C₁-C₁₀ alkyl, unsubstituted 2 to 10 membered heteroalkyl, or -OR²², wherein
R²² is unsubstituted C₁-C₁₀ alkyl, or unsubstituted 2 to 10 membered heteroalkyl.

8. The compound of claim 1, wherein R¹ has the formula (2) or (3),

wherein

L⁴ and L⁵ are independently a bond, unsubstituted C₁-C₁₀ alkylene, unsubstituted 2 to 10 membered heteroalkylene, or unsubstituted 3 to 8 membered heterocycloalkylene;

R⁴ is unsubstituted C₁-C₁₀ alkyl, unsubstituted 2 to 10 membered heteroalkyl, unsubstituted C₃-C₈ cycloalkyl, unsubstituted 3 to 8 membered heterocycloalkyl, unsubstituted aryl, or unsubstituted heteroaryl;

R³ is R³¹-substituted or unsubstituted C₁-C₁₀ alkyl, R³¹-substituted or unsubstituted 2 to 10 membered heteroalkyl, R³¹-substituted or unsubstituted C₃-C₈ cycloalkyl, R³¹-substituted or unsubstituted 3 to 8 membered heterocycloalkyl, R³¹-substituted or unsubstituted aryl, or R³¹-substituted or unsubstituted heteroaryl, wherein

R³¹ is halogen, -OH, -SH, -NH₂, -CF₃, -B(OH)₂, -C(O)NHOH, unsubstituted C₁-C₁₀ alkyl, unsubstituted 2 to 10 membered heteroalkyl, unsubstituted C₃-C₈ cycloalkyl, unsubstituted 3 to 8 membered heterocycloalkyl, unsubstituted aryl, unsubstituted heteroaryl, or -OR³², wherein

R³² is unsubstituted C₁-C₁₀ alkyl, unsubstituted 2 to 10 membered heteroalkyl, unsubstituted C₃-C₈ cycloalkyl, unsubstituted 3 to 8 membered heterocycloalkyl, unsubstituted aryl, unsubstituted

heteroaryl, or $-(CH_2)_mB(OH)_2$, wherein m is an integer from 1 to 5.

9. The compound of claim 1, wherein R¹ has the formula (1) or (2),

wherein

L⁴ and L⁵ are unsubstituted C₁-C₁₀ alkylene;

R⁴ is unsubstituted C₁-C₁₀ alkyl;

R³ is R³¹-substituted aryl, wherein

R³¹ is a halogen, -C(O)NHOH, unsubstituted C₁-C₁₀ alkyl, unsubstituted 2 to 10 membered heteroalkyl, or -OR³², wherein

R³² is an unsubstituted C₁-C₁₀ alkyl, unsubstituted 2 to 10 membered heteroalkyl, or $-(CH_2)_mB(OH)_2$, wherein m is 1 to 5.

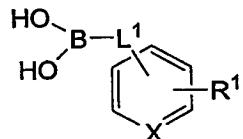
10. The compound of claim 9, wherein L⁴ and L⁵ are unsubstituted C₁-C₃ alkenylene.

11. The compound of claim 1, wherein R¹ is para to -L¹-B(OH)₂.

12. The compound of claim 1, wherein X is -C=.

13. The compound of claim 1, wherein L¹ is a bond or methylene.

14. A method of treating a tumor or cancer in a patient in need thereof comprising administering to said patient an effective amount of a compound having the Formula:

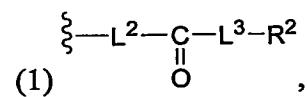


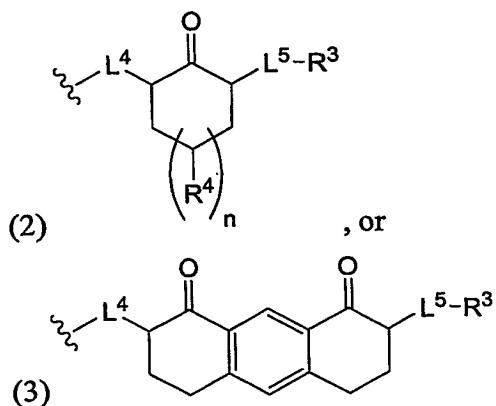
wherein

X is -C= or -N=;

L¹ is a bond, substituted or unsubstituted alkylene, or substituted or unsubstituted heteroalkylene; and

R¹ has the formula:





wherein

n is 0 or 1;

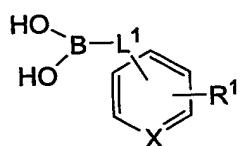
L^2 , L^3 , L^4 , and L^5 are independently a bond, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, or substituted or unsubstituted heterocycloalkylene; and

R^2 , R^3 , and R^4 are independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl,

wherein if X is $-C=$, L^2 is a bond, L^3 is unsubstituted alkylene, R^1 is (1), and R^1 is para to $-L^1-B(OH)_2$, then R^2 is not substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl.

15. The method of claim 14, wherein said tumor is selected from the group consisting of breast, cervical, stomach, colon, bladder, rectal, liver, pancreatic, lung, cervix uteri, corpus uteri, ovary, prostate, testis, renal, brain/cns, head, neck, throat, anal and oral cancers, eye or ocular cancer, skin melanoma, Ewing's Sarcoma, Kaposi's Sarcoma, basal cell carcinoma and squamous cell carcinoma, small cell lung cancer, mouth/pharynx, esophageal, larynx, kidney and lymphoma, acute lymphocytic leukemia, and acute myelogenous leukemia.

16. A method of inhibiting MDM2 expression in a mammal, comprising administering an amount of a compound effective to inhibit said expression, said compound having the Formula:

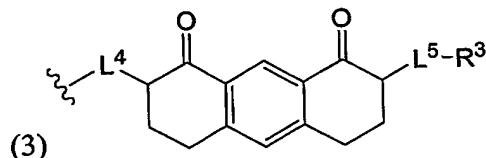
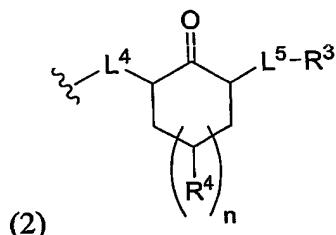
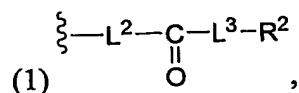


wherein

X is -C= or -N=;

L¹ is a bond, substituted or unsubstituted alkylene, or substituted or unsubstituted heteroalkylene; and

R¹ has the formula:



wherein

n is 0 or 1;

L², L³, L⁴, and L⁵ are independently a bond, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, or substituted or unsubstituted heterocycloalkylene; and

R², R³, and R⁴ are independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl,

wherein if X is -C=, L² is a bond, L³ is unsubstituted alkylene, R¹ is (1), and R¹ is para to -L¹-B(OH)₂, then R² is not substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl.